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Secretary of State
State of California16 JUN 04 2018 ⁶

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RAINBERRY, INC.

The undersigned hereby certify that:

1. We are the Chief Executive Officer, President and Secretary of Rainberry, Inc., a California corporation (the "**Corporation**").

2. Section 2.1 of Article III Section B(2) of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to insert the following as a new Section 2.1(c):

“(c) Notwithstanding the foregoing, in connection with that certain Agreement and Plan of Merger dated as of April 24, 2018, by and among the Corporation, Rainberry Acquisition, Inc., a California corporation (the "**Purchaser**"), Justin (Yuchen) Sun, an individual, citizen of the PRC and the sole indirect stockholder of Purchaser through Red Rand Limited, a BVI corporation, the sole stockholder of Purchaser, of which he is the sole stockholder, and Shareholder Representative Services LLC, a Colorado limited liability company, as stockholder representative (together with all the schedules, exhibits and attachments thereto, and all other agreements and documents contemplated thereby, as amended, the "**Merger Agreement**"), the consideration paid to each shareholder of the Corporation shall be governed by the Merger Agreement (copies of the Merger Agreement will be provided to shareholders upon request without charge) and not by the provisions of Sections 2.1(a) and (b) of this Article III Section B(2). Upon consummation of the transactions contemplated by the Merger Agreement, each shareholder of the Corporation shall only be entitled to receive with respect to each share of capital stock of the Corporation held by such stockholder, its portion of the merger consideration determined pursuant to the terms and conditions of the Merger Agreement.”

3. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The Corporation has six classes of shares outstanding, each of which is entitled to vote with respect to the foregoing amendment. The total number of outstanding shares of each class is 30,942,819 shares of Common Stock, 0 shares of Series A Preferred Stock, 0 shares of Series B Preferred Stock, 0 shares of Series C Preferred Stock, 22,278,600 shares of Series C-1 Preferred Stock and 32,157,682 shares of Series C-2 Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% for Common Stock (voting separately), more than 50% for Series C-1 Preferred Stock (voting separately), and more than 50% for Series C-2 Preferred Stock (voting separately).

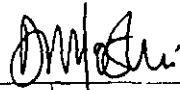
[signature page follows]

We further declare, under penalty of perjury under the laws of the State of California, that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: May 31, 2018



Rogelio Choy
Chief Executive Officer and President



Dipak Joshi
Secretary